

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0393 FAX

800-312-8086

P95000006349

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 529428 81456A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : January 24, 1995

ORDER TIME : 11:03 AM

ORDER NO. : 529428

CUSTOMER NO: 81456A

CUSTOMER: James R. Spence, Esq
JAMES R. SPENCE, ESQUIRE

Suite 317
801 N. Magnolia Avenue
Orlando, FL 32803

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FILED
95 JAN 24 11 10 39
TALLAHASSEE, FL 32310

DOMESTIC FILING

P95000006349

NAME: AFTER GLOW MANOR SENIOR
RESIDENCE INC.

EFFECTIVE DATE
1-23-95

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

DM
1-25-95
02/A

EFFECTIVE DATE
1-23-75

FILED

95 JAN 26 11 10 39

ARTICLES OF INCORPORATION

OF

AFTER GLOW MANOR SENIOR RESIDENCE INC.

The undersigned, for the purpose of forming a corporation under the Florida Business corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: After Glow Manor Senior Residence Inc., 643 and 645 Hummingbird Lane, Orlando, Florida 32825.

Article 2. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. the aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 753 Hendrix Avenue, Orlando, Florida 32825 and the name of its initial Registered Agent at that address is Wilda Gamboa.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
TEODRICO GAMBOA	753 Hendrix Avenue Orlando, Florida 32825
WILDA GAMBOA	753 Hendrix Avenue Orlando, Florida 32825

Article 7. Incorporators. The name and address of each Incorporator is as follows:

WILDA GAMBOA 753 Hendrix Avenue
Orlando, Florida 32825

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- a. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- b. any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms, and conditions of the issue of shares and inviting the Shareholder to exercise its preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
TEODORICO GAMBOA	50 Shares
WILDA GAMBOA	50 Shares

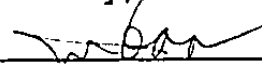
Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholders agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporations. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 13. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 14. Commencement of Corporate Existence. In accordance with Fla. Stat. §607.0203, the date when corporate existence shall commence is January 23rd, 1995.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 23rd day of January, 1995.


WILDA GAMBOA

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified in the State and County aforesaid to take proper acknowledgments, personally appeared WILDA GAMBOA, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed the same, and who is personally known to me.

WITNESS my hand and seal in the State and County last aforesaid, this 27th day of January, 1995.



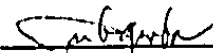
James R. Spence
JAMES R. SPENCE
NOTARY PUBLIC, State of Florida at Large
My Comm Exp. 8/23/98 My Commission Expires: August 23, 1998
Bonded By Service Ins My Commission Number: CC028693
No. CC380853

☐ Personally Known

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT**

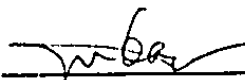
In compliance with Section 48.091, Florida Statutes, the following is submitted:

After Glow Manor Senior Residence Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 643 and 645 Hummingbird Lane, Orlando, Florida 32825, has named WILDA GAMBOA, 753 Hendrix Avenue, Orlando, Florida 32825, as its agent to accept service of process within Florida.


WILDA GAMBOA
PRESIDENT
Title

1-23-95
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


WILDA GAMBOA
1-23-95
Date

FILED
95 JAN 24 11:10:30
TALLAHASSEE, FLORIDA